

BYLAWS
of the
MONTANA CHILDREN'S TRUST FUND BOARD

PURPOSE

The purpose of the Montana Children's Trust Fund Board is to use Children's Trust Fund monies, pursuant to MCA, Sec. 52-7-101, et seq., to fund services and activities related to a broad range of child abuse and neglect prevention activities and family resource programs operated by non-profit or public, community-based educational and service organizations.

MISSION STATEMENT

Strengthening and Supporting Montana Families by Preventing Maltreatment of Montana Children

ARTICLE I.
OFFICES

The principal office and place of business of the Board of Directors, hereinafter referred to as the Board, shall be located at DPHHS Child and Family Services Division, PO Box 8005, Helena, Montana 59604-8005.

The Board may have such other offices as the Board may designate or the business of the Board may require from time to time.

ARTICLE II.
BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the Board shall be managed by the Board, as directed by the Board pursuant to Title 52, Ch. 7, Part 1, MCA. Directors must be residents of the State of Montana. All Directors must be individuals. The Board may employ staff to carry out its duties as described in Title 52, Ch. 7, Part 1, MCA.

Section 2. Members: The Board shall consist of seven members appointed by the Governor and serving 3-year terms. Two Directors must be chosen from state government agencies involved in education and social work relating to children. The Governor shall ensure geographic representation of appointees.

Section 3. Voting Rights: Each Director in good standing shall be entitled to one vote on each matter submitted to a vote of the Directors. A proxy vote is permitted if provided in writing to the Chair, the Grant Administrator, or any other Director before a meeting. A proxy vote is the transfer of a Director's voting right for a specific Board meeting in which a Director is absent.

Section 4. Termination of Membership: Membership on the Board of Directors may be terminated by the Governor at any time, and the replacement of a Director so terminated shall be by the Governor. Membership on the Board can be permanently suspended for the remainder of the Director's term if the Director fails to attend 2 consecutive scheduled meetings, and the remaining members of the Board do not, by a majority vote of Directors present, vote to re-establish

membership. The Board of Directors, by affirmative vote of two-thirds of a quorum of the Directors, may permanently suspend a Director for cause after notice of the suspension, and the reasons for it have been given to the member not less than fifteen (15) days prior to the suspension and the member has an opportunity to be heard by the Board of Directors or a committee thereof empowered to act on behalf of the Board of Directors, orally or in writing, not less than five (5) days before the effective date of the suspension. The Chair shall notify the Governor's Office in writing of the suspension and request termination and replacement. Suspension for cause may include a Director's failure to attend two consecutively scheduled meetings.

Section 5. Resignation: Any Director may resign by submitting a formal Letter of Resignation to the Governor, with a copy to the Chair.

Section 6. Reinstatement: On written request signed by a former Director and filed with the Chair, the Governor may reinstate such former Director to membership on such terms as the Governor may deem appropriate.

Section 7. Transfer of Membership: Membership on the Board is not transferrable or assignable.

Section 8. Non-Discrimination: The Board shall not take actions that discriminate based on race, color, sex, disability, national origin, marital status, age, political beliefs, religion, and creed.

Section 9. Regular Meetings: The Chair of the Board, or in the absence of the Chair of the Board, the Vice Chair of the Board shall set the time and place of the regular meetings of the Board.

Section 10. Compensation: Directors as such shall not receive any stated salaries for their services; but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board.

Section 11. Board of Director Meetings by Electronic Means: If authorized by the Chair, the Board or any designated committee of the Board may participate in a Board or committee meeting by electronic means, provided all persons entitled to participate in the meeting received proper notice of the meeting, and provided all persons participating in the meeting can hear each other at the same time. A Director participating in a meeting by electronic means is deemed present in person at the meeting. The Chair of the meeting may establish reasonable rules for conducting the meeting by electronic means.

Section 12. Special Meetings: Special meetings of the Board may be called by or at the request of the Chair or any two (2) Directors and shall be held at the place set by the Chair or at such other place as the Directors may determine.

Section 13. Notice of and Waiver of Notice for Special Director Meetings:

(a) *Notice*. The Chair shall give either oral or written notice of any special Director meeting at least 3 days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by electronic means (regardless of whether it is regular or special), the Chair or designee must provide instructions for participating in the meeting.

(b) *Effective Date*. If mailed, notice of any Director meeting shall be deemed to be effective at the earlier of:

- (1) 5 days after deposited in the United States mail, addressed to the Director's home or business address, with postage prepaid; or
- (2) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director); or
- (3) the date received.

(c) *Waiver of Notice.* Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or Board records.

A Director's attendance at a meeting waives the Director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Section 14. Director Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 15. Directors Manner of Acting:

(a) *Required Number to Constitute an Act.* The act of a majority of the Directors present at a meeting at which a quorum is present, when the vote is taken, shall be the act of the Board. If no quorum is present at a meeting of the Board, the Directors may not take action on any Board matter other than to adjourn the meeting to a later date.

(b) *Director Approval.* The Board shall deem a Director to have approved of an action taken if the Director is present at a meeting of the Board unless:

- (1) the Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
- (2) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Chair immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 16. Conduct of Board of Director Meetings: The Chair, or in the Chair's absence, the Vice-Chair, or in their absence, any person chosen by the Directors present shall call the meeting of the Board to order and shall act as the Chair of the meeting. The Chair, or the Chair's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The Chair will facilitate and call for votes as needed.

Section 17. Director Action Without a Meeting: The Directors may act on any matter generally required or permitted at a Board meeting without actually meeting, if a majority of the Directors sign a written consent describing the action taken and file all the consents as Board records. A signed consent has the effect of a meeting vote and shall be referred to as a meeting vote in any document.

Section 18. Standards of Conduct: A Director shall discharge his or her duties as a Director, including duties as a member of a committee, in keeping with the State Code of Ethics set forth in MCA Sec. 2-2-101 et seq., prohibiting conflict between public duty and private interest. Although the Board understands that Children's Trust Fund Directors are not specifically listed in the Code of Ethics, this Board agrees that each Director holds a position of public trust and, as such, agrees to abide by the State Code of Ethics.

Section 19. Conflict of Interest: No Director may participate in a vote for a direct award of funds to any entity or agency over which the Director has authority or in which the Director either has substantial financial interest or is engaged as counsel, consultant, representative or agent. In such cases, the Director shall abstain from the vote regarding the specific entity or agency.

ARTICLE III. OFFICERS

Section 1. Officers: The officers of the Board shall be a Chair, and a Vice-Chair, and such other officers as may be elected in accordance with the provisions of these Bylaws.

Section 2. Election and Term of Office: The officers of the Board shall be elected annually by the Directors at a regular meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected and qualified.

Section 3. Removal: Any officer elected or appointed by the Board may be removed from the officer position by the Directors whenever, in its judgment the best interest of the Board would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Powers and Duties: The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board. In the absence of such specifications, each officer has the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this Board.

ARTICLE IV. COMMITTEES

Section 1. Creation of Director Committees: The Board Chair is authorized to create or terminate Special Committees as reasonably needed or upon the specific recommendations of the Board.

Section 2. Selection of Members: To create a committee and appoint members to it, the Board must acquire approval by the majority of the Board.

Section 3. Special Committees: A Special Committee may be composed of non-board members, but each Special Committee shall contain at least one member of the Board who will function as the Chair of the Special Committee.

Section 4. Number on Committee: As determined by the Board Chair, a Committee may consist of any number necessary to accomplish the designated purpose.

Section 5. Chair to Appoint Members and Chairperson: The Board Chair shall appoint the Committee members and shall designate the Committee Chairperson except as otherwise required by law.

Section 6. Chair Authority Over Committees: All Committee members shall serve at the pleasure of the Board Chair.

Section 7. Chair as Ex-officio Committee Member: Unless otherwise appointed to a committee, the Board Chair may serve as an ex-officio, non-voting member of any committee.

Section 8. Delegation of Authority to Special Committee: With approval of the Board, the Chair may delegate to a Special Committee any authority or power which the Board itself possesses, including functions as a quasi-judicial board. The delegation of any authority or power shall be in writing.

Section 9. Committee Reports: Active Committees shall report at each Board meeting. Reports may be oral unless the Chair requests a written report.

Section 10. Committee Termination: Upon submission and acceptance of the final report of any Special Committee, said Committee shall automatically terminate.

Section 11. Grant Application Evaluation Committee: A Special Committee will serve as the Grant Application Evaluation Committee for the applicable Grants and make recommendations to the full Board regarding applications and funding.

ARTICLE V. BOOKS AND RECORDS

The Board shall keep complete books and records of the account and also minutes of the proceedings of its Directors. At its principal office, the Board shall keep a record giving the names and addresses of members entitled to vote. All books and records of the Board may be inspected by any Director, Director's agent, or attorney for any proper purpose at any reasonable time.

ARTICLE VI FISCAL YEAR

The fiscal year of the Board shall be the state fiscal year which shall begin on the 1st day of July and end on the 30th day of June of each year.

ARTICLE VII. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of the Directors present at any regular meeting or at any special meeting.

ARTICLE VIII.
ADOPTION

These Bylaws, as revised, were adopted by a two-thirds vote of the membership of the Board on this 14 day of September, 2010 and are effective immediately.

Betty Hidalgo, Chair
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Montana Children's Trust Fund Board